



## **RESOLUTION**

### **AUTHORIZING THE DEFENSE AND INDEMNIFICATION OF THE MEMBERS OF THE DEFERRED COMPENSATION COMMITTEE**

WHEREAS, the Deferred Compensation Plan of the City and County of Honolulu ("Plan") is a valuable employee benefit program, created pursuant to the Mayor's authority as employer, designed to encourage people to pursue careers with the City and County of Honolulu ("City") and to provide eligible City employees with a convenient and tax-favored means to save for retirement on a regular and long-term basis; and

WHEREAS, the Deferred Compensation Committee (the "Committee") serves as the Plan's administrator and has fiduciary responsibilities to the Plan's participants and beneficiaries; and

WHEREAS, the City Council adopted Resolution 12-212 FD1 on September 12, 2012, which recognized the importance of a broader representation of active and retired employees as members of the Committee and urged that the Plan be amended to expand the membership of the Committee by adding three elected members, comprising two active City employees and one retired City employee; and

WHEREAS, the Plan was amended on December 5, 2012, in accordance with Resolution 12-212 FD1, and the three elected members were each elected to terms of four years, commencing July 1, 2013; and

WHEREAS, the duties and responsibilities of the City positions held by the elected Committee members who are active City employees do not include service on the Committee; and

WHEREAS, the elected Committee member who is a retired City employee is no longer in the employment of the City; and

WHEREAS, pursuant to the Plan, the Managing Director, the Corporation Counsel, the Director of Budget and Fiscal Services, and the Director of Human Resources, their alternates or designees, serve as ex-officio voting members of the Committee; and



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WHEREAS, to ensure that the Committee continues to attract and maintain qualified persons who are willing to serve as Committee members, including the elected members and the ex-officio members, the Council determines it is in the best interests of the City to indemnify, defend and hold harmless all members of the Committee from any liability or loss described below; now, therefore,

BE IT RESOLVED by the Council of the City and County of Honolulu that:

The City hereby agrees to indemnify, defend and hold harmless all past, present, and future members of the Committee (the "Committee Members"), including the ex-officio members, their respective designees and alternates, and the elected members, from any liability or loss (including, without limitation, all reasonable costs, expenses and attorneys' fees) arising out of or resulting from judgments or claims (including, without limitation, litigation, actions, legal proceedings or demands) (collectively "Claim") against any or all them, arising out of or in connection with their actions, activities and/or duties as Committee Members and plan administrator for the Plan, without regard as to whether the Claim is brought against them in their individual or official capacities, or both; provided, however, that the City's agreement to indemnify, defend, and hold the Committee Members harmless shall not apply if any such Committee Member was acting with willful misconduct or fraud.



## RESOLUTION

## Councilmembers

Honolulu, Hawaii

CITY COUNCIL  
CITY AND COUNTY OF HONOLULU  
HONOLULU, HAWAII  
CERTIFICATE

**RESOLUTION 14-40**

Introduced: 02/19/14 By: ERNEST MARTIN (BR)


Committee: EXECUTIVE MATTERS  
AND LEGAL AFFAIRS

Title: RESOLUTION AUTHORIZING THE DEFENSE AND INDEMNIFICATION OF THE MEMBERS OF THE  
DEFERRED COMPENSATION COMMITTEE.

Voting Legend: \* = Aye w/Reservations

02/25/14	EXECUTIVE MATTERS AND LEGAL AFFAIRS	CR-54 - RESOLUTION REPORTED OUT OF COMMITTEE FOR ADOPTION.
03/12/14	COUNCIL	CR-54 AND RESOLUTION 14-40 WERE ADOPTED. 9 AYES: ANDERSON, CHANG, FUKUNAGA, HARIMOTO, KOBAYASHI, MANAHAN, MARTIN, MENOR, PINE.

I hereby certify that the above is a true record of action by the Council of the City and County of Honolulu on this RESOLUTION.

  
BERNICE K. N. MAU, CITY CLERK

  
ERNEST Y. MARTIN, CHAIR AND PRESIDING OFFICER